

UNITED STATES OF AMERICA
State of Louisiana

Jox McKeithen
SECRETARY OF STATE

As Secretary of State, of the State of Louisiana, I do hereby Certify that
a copy of the Articles of Incorporation of

CENLA AREA AGENCY ON AGING, INC.

Domiciled at Alexandria, Louisiana, Parish of Rapides,

A corporation organized under the provisions of R.S. 1950,
Title 12, Chapter 2, as amended,

By Act before a Notary Public in and for the Parish of
Avoyelles, State of Louisiana, on May 15, 1992, the date
when corporate existence began,

Was filed and recorded in this Office on May 21, 1992, in
the Record of Non-Profit Corporations Book 344,

And all fees having been paid as required by law, the
corporation is authorized to transact business in this
State, subject to the restrictions imposed by law, including
the provisions of R. S. 1950, Title 12, Chapter 2, as
amended.

*In testimony whereof, I have hereunto set
my hand and caused the Seal of my Office
to be affixed at the City of Baton Rouge on,*

May 21, 1992

Jox McKeithen

LA

Secretary of State



ARTICLES OF INCORPORATION
OF CENLA AREA AGENCY ON AGING, INC.

UNITED STATE OF AMERICA
STATE OF LOUISIANA
PARISH OF AVOYELLES

BE IT KNOWN, That on this 15th day of this month of May,
in the year of Our Lord One Thousand Nine Hundred and Ninety Two.

BEFORE ME CLARK C. ROY, a Notary Public
duly commissioned and qualified in and for the Parish of Avoyelles, State
of Louisiana, therein residing, and in the presence of the witnesses
hereinafter named and undersigned.

PERSONALLY CAME AND APPEARED Joyce LaBorde, whose name is hereunto
subscribed, all of full age, and who declared unto me that, availing
herself of the provisions of the Statutes of the State of Louisiana, and of
the United States of America, insofar as they be now or hereafter
applicable thereto, relative to the organization of non-profit
corporations, and particularly of the Revised Statutes of Louisiana, Title
12 Section 201, et seq., as amended, she has covenanted and agreed and by
these presents does covenant, agree, and bind herself, as well as all other
persons with whom she may be hereafter associated, or who become members
thereof, to create, constitute, and form a Non-Profit Corporation for the
following purposes, and under the following articles, which they hereby
adopt and designate as their charter, to wit:

ARTICLE I - NAME

The name of this corporation shall be Cenla Area Agency on Aging, Inc.

ARTICLE II - PURPOSE

The objectives and purposes for which this non-profit corporation is formed
are to provide leadership and advocacy on behalf of all older persons
within the geographic area for which the agency is responsible; to

determine the need for services in the planning and service area, with special attention being given to the needs of low income and minority elderly; to establish measurable program objectives and priorities for implementation of the area plan; to plan with existing planning agencies and the providers of services in the area concerning the needs of the elderly; to enter into contracts or make grants for inaugurating or strengthening services for older persons; to make periodic evaluation of activities carried out under its auspices; to conduct periodic public hearings concerning the needs of the elderly; to collect and disseminate information concerning the needs of the elderly; to provide technical assistance to providers of services in the planning and service area covered by the area plan, to assist and cooperate with the Governor's Office of Elderly Affairs and other departments of the State government serving older citizens, and to conform to all rules and regulations for such agencies promulgated by the Administration on Aging and the Governor's Office of Elderly Affairs.

ARTICLE III - POWERS

This corporation shall have power to contract, sue and be sued, to make and use a corporate seal, and to alter and break the same at pleasure; to hold, receive, lease, purchase, sell and convey, as well as mortgage, hypothecate, and pledge property, real, personal and mixed, corporeal and incorporeal; to receive and administer donations, grants, and public and private welfare funds; to name and appoint such managers and officials, directors and agents and other employees as its interest and convenience may require; and to make and establish, as well as alter and amend from time to time, such by-laws, rules and regulations as may be necessary and expedient for the proper management and government of the affairs of said corporation.

ARTICLE IV - NATURE

This corporation is and shall be deemed a non-profit corporation as defined

by Title 12, Sections 201 et seq., of the Louisiana Revised Statutes of 1950, and Acts Amendatory thereof and Supplementary thereto; and particularly is not organized for pecuniary gains or profit to its members, provided, however, that this corporation may pay reasonable compensation or salaries for services rendered.

ARTICLE V - DURATION

This corporation shall enjoy corporate existence for the full term and period of ninety-nine (99) years from date hereof.

ARTICLE VI - REGISTERED OFFICE

The location and post office of its registered office is 4701 Lee Street, Alexandria, Louisiana 71302

ARTICLE VII - REGISTERED AGENT

The full name and post office of its registered agent is: Mr. Harris Ducote, 4701 Lee Street, Alexandria, Louisiana 71302.

ARTICLE VIII - MEMBERSHIP

Membership in this corporation shall consist of the Boards of Directors and Executive Directors of the Councils on Aging in the designated planning and service area.

ARTICLE IX - BOARD OF DIRECTORS

The names and addresses of the Directors are:

Mrs. Joyce LaBorde, Avoyelles Council on Aging
208 Preston Street, Marksville, Louisiana 71351

Mrs. Joy Vaught, Catahoula Council on Aging
P. O. Box 265, Sicily Island, Louisiana 71368

Mrs. Doris Prunty, Concordia Council on Aging
405 Carter Street, Old Courthouse Bldg., Vidalia, Louisiana 71373

Mrs. Marion Henderson, Grant Council on Aging
P. O. Box 145, Colfax, Louisiana 71417

Mrs. Polly Duncan, LaSalle Council on Aging
P. O. Box 87, Trout, Louisiana 71371

Mrs. Bettye DeKeyzer, Rapides Parish Council on Aging
4701 Lee Street, Alexandria, Louisiana 71302

Mrs. Marlene Frazier, Winn Parish Council on Aging
P. O. Box 1, Winnfield, Louisiana 71483

The corporate powers and management shall be vested in and exercised by a Board of Directors consisting of not less than fourteen (14) and no more than defined in the bylaws. The first board of directors shall be appointed for terms of one-third of the Board for a one-year term, one-third of the Board for a two-year term, and one-third of the Board for a three year term. Thereafter, all members of the Board of Directors shall be appointed for three-year terms, or until such time as successor is appointed.

The Board shall appoint and employ a director and such staff members as are required to carry out the directives and administrative duties of the Board.

At all meetings of the Board of Directors, members shall be entitled to one vote, and a majority of all such members shall decide all elections or any question coming before any such meetings. No proxy voting shall be allowed.

Any vacancy occurring among the directors of this corporation, by death, resignation or otherwise, shall be filled by the appointing body according to the by-laws.

Failure to appoint directors annually shall not dissolve this corporation nor impair its corporate existence or management; but the directors then in office shall remain in office until their successors shall have been duly appointed.

A simple majority of the directors shall constitute a quorum and a quorum shall be necessary to consider any question that may come before any meeting from time to time. A quorum being present, the affirmative vote of a majority of the directors present shall be necessary to decide any questions.

The Board of Directors shall have the power to make, alter and annul such by-laws, rules and regulations for the government of the affairs of this corporation as it may deem proper.

Special meetings of the members of this corporation may be called at such times and places as determined by the Board of Directors or by the president.

X - OFFICERS

The Board shall elect officers from its number consisting of a chairman, one or more vice chairmen, a secretary and a treasurer, for a term of one year, to serve from May 1, 1992 to April 30, 1993, or until successors are elected. Moreover, the Board may elect or appoint any additional officers that it deems necessary for the efficient operation of the corporation.

Joyce Laborde - Chairman

Bettye DeKeyzer - First Vice Chairman

Marlene Frazier - Secretary

Marion Henderson - Treasurer

ARTICLE XI - BASIS OF ORGANIZATION

- (a) Attendance requirements at meetings, ineligibility to vote because of non-compliance with regulations, and method of application for or acceptance to membership, shall be fixed in the By-Laws.
- (b) The membership list shall be maintained by the Secretary and reviewed annually by the Board of Directors.

ARTICLE XII - INCORPORATION

The name and address of the subscriber to these Articles of Incorporation is: Mrs. Joyce LaBorde, 208 Preston Street, Marksville, Louisiana 71351.

ARTICLE XIII - LIABILITY OF MEMBERS

No member of this corporation shall ever be held liable or responsible for contracts, debts, defaults, or other acts of the corporation; nor shall any mere informality in organization have the effect of rendering these Articles of Incorporation null or of exposing the members to any liability.

THUS DONE AND PASSED, in my office in Marksville, Louisiana, on the day, month, and year herein first above written, in the presence of the undersigned competent witnesses, who hereunto sign their names with the said appearers and me, Notary, after reading of the whole.

Mrs. Joyce LaBorde
MRS. JOYCE LABORDE

WITNESSES:

Sidney J. Harris
Zanella D. Graham

SWORN TO AND SUBSCRIBED before me on this the 15th day of

March, 1992

Charles C. Smith
NOTARY PUBLIC